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OF COUNSEL  
LANDIS & KANE, P.A.  
DAVID M. LANDIS  
JON E. KANE

November 8, 2001

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-11/13/01--01050--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Thomson Properties, Inc./David M. Landis  
Our File No.: 50257.38935

Dear Sir/Madam:

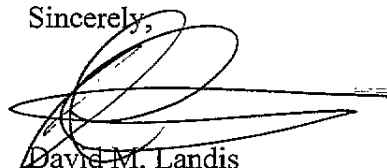
Enclosed please find our firm's check in the amount of \$70.00 for the filing fee and registered agent designation regarding the enclosed original Articles of Incorporation of Thomson Properties, Inc.

An envelope has been provided for the return of a copy of the Articles of Incorporation once it has been filed with the Secretary of State.

Please notify my office via the email address indicated above as soon as these documents have been processed, as my client is awaiting this information.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact my office.

Sincerely,



David M. Landis

DML:mn

Encls.

cc: Mr. and Mrs. Roger B. Thomson

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FILED  
01 NOV 13 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

T. Burch NOV 13 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**THOMSON PROPERTIES, INC.**

FILED  
01 NOV 13 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I**

The name of this Corporation is Thomson Properties, Inc.

**ARTICLE II**

The Corporation may engage in any and all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes. While pursuing its purposes, the Corporation may exercise the powers granted now or in the future by Chapter 607, Florida Statutes, and by common law.

**ARTICLE III**

The aggregate number of shares which the Corporation shall have the authority to issue shall be 7,500 shares of common stock. Each of such shares shall have a par value of \$1.00 per share.

**ARTICLE IV**

The street address and the mailing address of the place of business of the Corporation is 550 Pop Ash Court, Longwood, Florida 32779. The address of the initial registered office maintained pursuant to Section 607.0501 F.S. is Suite 600, Two Landmark Center, 225 East Robinson Street, Orlando, Florida 32801, and the name of the Corporation's initial registered agent to receive service of process is David M. Landis.

**ARTICLE V**

The number of Directors constituting the initial Board of Directors is 2. The number of Directors may be changed by Resolution of the Directors as provided in the Bylaws. The names and addresses of the Directors are:

Name

Address

Roger B. Thomson

550 Pop Ash Court  
Longwood, Florida 32779

Susan M. Thomson

550 Pop Ash Court  
Longwood, Florida 32779

ARTICLE VI

The name and address of the incorporator is David M. Landis, Suite 600, Two Landmark Center, 225 East Robinson Street, Orlando, Florida 32801.


ARTICLE VII

It is the intention of the Corporation to indemnify its officers, directors, employees, and agents to the extent permitted by Section 607.0850, Florida Statutes.

ARTICLE VIII

The Corporation, its shareholders, or any combination of the Corporation and its shareholders, may enter into agreements limiting or restricting free transfer of shares of its capital stock. Any such agreements will be valid and enforceable among the parties to such agreements, and when the existence of such agreement is noted on the face or on the back of certificates representing any such shares, such agreement will be binding and enforceable upon any transferee or successor of any party to such agreement.

DATED: November 8, 2001.

  
\_\_\_\_\_  
David M. Landis, as Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me on November 8, 2001, by  
David M. Landis. David M. Landis is personally known to me or has produced  
NIA (type of identification) as identification.

Ydalmis Lang  
Name: Ydalmis Lang  
(Print Name)

(AFFIX NOTARY SEAL)



Ydalmis Lang  
My Commission CC817900  
Expires March 16, 2003

Notary Public - State of Florida

My Commission Expires:

March 16, 2003

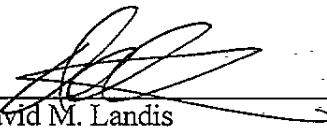
CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING THE AGENT UPON  
WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Thomson Properties, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at 550 Pop Ash Court, Longwood, Florida 32779, Orange County, State of Florida, has named David M. Landis as its agent to accept service of process within the State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
David M. Landis  
(Registered Agent)

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01 NOV 13 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA